



ACCESSO TECHNOLOGY GROUP (the ‘Company’)

AUDIT COMMITTEE (the ‘Committee’)

TERMS OF REFERENCE

A. PURPOSE

The role of the Company’s audit committee is to provide confidence to shareholders on the integrity of the financial statements relating to the Company’s financial performance, oversee the effectiveness of risk management and internal control systems and maintain an appropriate relationship with the Group’s auditors. The board of directors (‘Board’) has adopted the Quoted Companies Alliance’s Corporate Governance Code and seeks to be fully compliant with its principles.

B. MEMBERSHIP

1. The Committee will comprise a chairman and at least two other members. The chairman of the Committee will be a non-executive director of the Company appointed by the Board. The other members of the Committee shall be (to the extent available) non-executive directors. If there are insufficient non-executive directors on the Board to fill the other positions on the Committee, any such vacant position shall be filled by an executive director.
2. The majority of the members of the Committee shall be independent of management and free from any business or other relationship which could materially interfere with the exercise of their independent judgement. Accordingly, the members of the Committee will ensure that they have no personal financial interest other than as shareholders in the matters to be decided and no potential conflicts of interest arising from any matters being discussed.
3. As provided in paragraph 1 above, the Board will appoint one of the non-executive directors who is a member of the Committee (not being the chairman of the Board if he is otherwise eligible) to act as the Committee's chairman ("Chairman").
4. Membership of the Committee will be reviewed on an annual basis.
5. The Company Secretary will act as the Committee's secretary ("Secretary").
6. Only members of the Committee have the right to attend Committee meetings. However, other individuals and external advisers may be invited by the Committee to attend the whole or any part of any meeting of the Committee.

C. MEETINGS

1. The Committee will meet formally at least twice a year.
2. A meeting of the Committee may be called by any member of the Committee or by the Secretary.
3. Notice of each meeting providing details of the venue for, and the time and date of the meeting, together with an agenda of items to be discussed at the meeting must be sent to each member of the Committee and the Secretary not less than five working days before the date of the meeting.
4. The quorum for Committee meetings will be two members of the Committee, including at least one member who is independent of management. A duly convened meeting of the Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee.
5. In the absence of the Chairman, the remaining members present shall elect one of their number to chair the meeting.
6. Resolutions of the Committee will be passed by a majority of votes. Each member of the Committee will have one vote on each resolution proposed.
7. The Secretary will keep minutes of the proceedings and resolutions of the Committee.
8. The Secretary will send copies of the minutes of the meetings of the Committee to each member of the Committee as soon as reasonably practicable after each meeting. Any director of the Company may obtain copies of the minutes of the meetings of the Committee, except for any minutes which in the opinion of the Chairman should not be made available to the director concerned because of his interest in the matters dealt with in those minutes.

D. DUTIES

The duties of the Committee will be to:

Financial Reporting

1. Monitor the integrity of the group's financial statements relating to the Company's financial performance, reviewing significant accounting judgements therein.
2. Review management's response to any major external audit recommendations.
3. Review and if appropriate challenge the actions and judgements of management in relation to the annual financial statements before submission to the Board and approval with particular regard to:
 - accounting policies and practice and any changes to them
 - the effect of any unusual transaction on the financial statements and their disclosure
 - decisions requiring major areas of judgement
 - the clarity of disclosures
 - the going concern assumption
 - compliance with accounting standards and legal requirements.

Narrative Reporting

4. The Committee shall review the content of the annual report and accounts and any interim report and advise the Board on whether, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders and potential shareholders to assess the Company's performance, business model and strategy.

External Auditors

5. Consider and make recommendations to the Board in relation to the appointment, reappointment and removal of the Company's external auditor.
6. Recommend to the Board the remuneration of the external auditor including both fees for audit and non-audit services.
7. Review any engagement letter issued at the start of each audit and the scope of the audit.
8. Review and approve the annual audit plan and ensure it is consistent with the scope of the audit engagement and to monitor performance thereof.
9. Meet regularly with the external auditor (including once at the planning stage before the audit and once after the audit at the reporting stage) and at least once a year without any executive member of the Board or other member of the Company's management being present to discuss any areas of concern that it may have from issues arising from its work.
10. Review periodically the policy in relation to the provision of non-audit services by the Company's external auditor.
11. Review the external auditor's independence and objectivity, including the volume, extent and cost of any non-audit services provided and make recommendations to the Board in respect thereof.
12. Receive, review and comment on all reporting documents arising from the external auditor's work in relation to the control environment and system of internal controls within the group.
13. Discuss reservations arising from the audit and any matters which the external auditor may wish to discuss (in the absence of management where necessary).
14. Review any representation letter requested by the external auditor before they are approved by the Board and signed by management.
15. Review the external auditor's management letter and management's response.
16. Investigate the issues, if an auditor were to resign and the issues leading to this and decide whether any action is required.

Internal control and risk management

17. Keep under review the effectiveness of the group's system of internal financial control and to report to the Board regarding such system on an annual basis.
18. Monitor and review the effectiveness of the Company's internal audit arrangements in the context of the Company's overall risk management systems and, where there is no internal audit function, consider annually whether there is a need for an internal audit function and make a recommendation to the Board.
19. Ensure that, if appointed, the head of internal audit has direct access to the Chair of the Committee.
20. Review the Group's controls and procedures for the evaluation, monitoring and management of all risks attributable to the Group's business and to consider the effectiveness of those controls, taking into account the findings of internal audit (where such function exists).

Whistleblowing and fraud

21. Review the arrangements for employees to raise concerns, in confidence, about possible wrongdoing in financial reporting or other matters. The Committee shall ensure that these arrangements allow proportionate and independent investigation of such matters and appropriate follow up action.
22. Review the Company's procedures for detecting fraud and systems and controls for the prevention of bribery and receive reports of non-compliance.

General

23. Consider other topics as requested by the Board from time to time.
24. Make recommendations to the Board arising out of the above matters.
25. Ensure that the Committee Chair reports formally to the Board on its proceedings after each meeting on all matters within its duties and responsibilities.
26. Review its terms of reference on an annual basis and propose any amendments to the Board for approval.

E. AUTHORITY

The Committee will be entitled to:

1. Instigate and oversee any investigation which it considers necessary of activities within its terms of reference;
2. Request and receive any information which it considers necessary to enable it to fulfil its remit from the internal and external auditors and the employees of, or consultants or professional advisers to, the Company or any other member of the Group;
3. Obtain any independent legal and other professional advice which it considers necessary for the fulfilment of its duties, all at the Company's expense.
4. Require any of the employees of the Company or any other member of the Group to attend any meeting of the Committee, and to make enquiries of any such person regarding the matters within the Committee's remit.

Approved by the Board 29 January 2019